



Hercules Offshore Corporation  
Gulfco Marine Maintenance  
March 20, 2006

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Note: All information is taken directly from Parker Drilling's 104(e) response dated September 11, 2003.

1. Hercules Offshore Corporation Private Placement Memorandum, Chase Securities Exchange (1996).

p. PD 000273

1<sup>st</sup> Par.

"The [HOC] was incorporated in the State of Texas on June 25, 1993<sup>1</sup> to acquire and take over the assets and business of a company with the same name (the "Predecessor Company") which was incorporated in the State of Delaware. The name Hercules Offshore Corporation was chosen for the new Texas company to reflect the continuity of the business from the Predecessor Company, which was subsequently put into voluntary liquidation. The transfer of the assets of the Predecessor Company to the Company was affected on September 1, 1993."

2<sup>nd</sup> Par.

Continues to explain the incorporation as follows:

Hercules Offshore Drilling Corporation incorporated in 1981 in Delaware.

The name of the Corporation changed names in 1988 to Hercules Offshore Corporation.

Hercules Offshore Corporation became incorporated in the state of Texas in 1993.

2. Trenergy (Malaysia) BHD, Circular to Shareholders (1997).

p. PD 000302

Sec. 2.3, par. 1

"HOC was incorporated in the State of Texas, USA on 25 June 1993 to acquire and take over the assets, liabilities and business of a similar named company which was earlier incorporated in the State of Delaware, under the name of Hercules Offshore Drilling in 1981."

3. Securities and Exchange Commission, Current Report (May 8, 1997).<sup>2</sup>

p. PD 000357

Sec. 4, par. 1

"HOC and the [Hercules Rig Corporation] are affiliated through a common board of directors and management. The accounts of HOC are not combined with those of the Company for financial reporting purposes."

p. PD 000336

Hercules Offshore Corporation Statement of Shareholder's Equity, purchase of stock by Trenergy.

<sup>1</sup> Secretary of State Record on p. PD000392

<sup>2</sup> Newer Report is Available Electronically or in binder for Hercules Marine Services



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**Conclusion (Confusion):**

The reason Special Notice was never sent to Parker Drilling is because there no document was found to clear relate Parker Drilling to the 'Predecessor Company' of HOC (TX). From the HOC Memorandum (1996) and the Trenergy Shareholder Circular (1997) it appears as Parker did own HOC (DE) due to purchase of HOC (TX). HOC (TX) obtained the assets and business of HOC (TX). The transfer of liability is only mentioned in the Trenergy Circular. The SEC does not mention history of the company prior to 1993. To determine that Parker has liability for HOC (DE) from these documents is not definite.

Thoughts-Obtain SEC records for Parker/HOC for 1993/1994. Analysis of the revenue/debt may reflect previous operation of the company. If the merger/purchase agreement was obtained from Parker, the liability may also be reflected in it.

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Fairfield 2 1/2  
LA Quanta 235  
Comfort St 168  
Hampton 90 3 1/2  
77090

LA Q  
11002 Northwest Hwy  
86

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17111 North Hwy  
Houston I-45 N  
77090

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